POINT FOUNDATION

Certificate of Officer

The undersigned is the duly elected and acting Executive Director of Point Foundation (the "Corporation"), a duly organized and existing California non-profit corporation, and in charge of the minute book and corporate records of the Corporation.

At a meeting of the Board of Directors of the Corporation held on May 29, 1991, a resolution was passed by the Board of Directors, which resolution remains in full force and effect, as follows:

> RESOLVED that the Corporation enter into an agreement with Bruce Katz, or his wholly owned corporation, Rosewood Stone Group, Inc. ("Investor"), whereby Investor would purchase 5,000 shares of the capital stock of Whole Earth Lectronic Link, which represents fifty percent of the issued and outstanding stock of Whole Earth Lectronic Link, in accordance with the Stock Purchase Agreement attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary on the 1st day of July , 1991.

Kelly Rw Teevan

Executive Director

Attest:

Director